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TRIMBLE NAVIGATION LTD /CA/

Form 4 January 04, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KWATEK IRWIN L Issuer Symbol TRIMBLE NAVIGATION LTD (Check all applicable) /CA/ [TRMB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O TIMBLE NAVIGATION 01/02/2008 Vice President LTD, 935 STEWART DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94085

| (Chij) | (State) | Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | t, or Beneficiall | ly Owned |
|------------------------|--------------------------------------|-------------------------------|------------------|-------------------------|-------|-------------|-------------------------|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securi | | • | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | ode (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (A) | | Reported | | |
| | | | | | or | | Transaction(s) | | |
| | | | Code V | Amount | | Price | (Instr. 3 and 4) | | |
| Common Stock | 01/02/2008 | | M | 6,000 | A | \$ 14.53 | 16,000 | D | |
| Common Stock | 01/02/2008 | | M | 4,000 | A | \$ 7 | 20,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Transactiono Code S (Instr. 8) A D (I | . Number f Derivative ecurities acquired A) or Disposed of D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|--|
| | | | | Code V (a | A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 14.53 | 01/02/2008 | | M | 6,000 | <u>(1)</u> | 10/22/2014 | Common Stock | 6,000 |
| Employee Stock Option | \$ 7 | 01/02/2008 | | M | 4,000 | <u>(1)</u> | 12/20/2010 | Common Stock | 4,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KWATEK IRWIN L C/O TIMBLE NAVIGATION LTD 935 STEWART DRIVE SUNNYVALE, CA 94085

Vice President

Signatures

/s/ Irwin Kwatek 01/04/2008

**Signature of Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The is option is exercisable 20% at the end of the first year and 1.67% a month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2